



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
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DA 05-2252
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**DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF
SUPRA TELECOMMUNICATIONS AND INFORMATION SYSTEMS, INC.
TO FDN SUPRA, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-207

Comments Due: August 17, 2005
Reply Comments Due: August 24, 2005

On June 1, 2005, Supra Telecommunications and Information Systems, Inc. ("Supra") and FDN Supra, LLC ("FDN Supra") (collectively, "Applicants"), filed an application, pursuant to section 63.03 and 63.04 of the Commission's rules.¹ Supra is currently 51 percent owned by H.I.G. Supra, LLC ("H.I.G. Supra") and 49 percent owned by FDN Supra. The applicants request authority to approve a transfer control wherein FDN Supra will increase its ownership interest in Supra from 49 percent to 50 percent.²

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2)(i) of the Commission's rules because following the transaction (1) Applicants and their affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by a dominant local exchange carrier (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any telecommunications service.³

Supra, a Florida corporation, is a facilities-based national Alternative Local Exchange Carrier targeting the consumer market. Supra holds domestic and international Section 214 authority and is licensed to provide local and/or long distance competitive telecommunications services in California, Colorado, Florida, Georgia, Illinois, New York and Texas. Supra currently provides competitive local

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² Applicants are also filing an application for consent to transfer authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related pending applications.

³ 47 C.F.R. § 63.03(b)(2)(i).

and long distance services in New York and Florida to residential customers. All of the services provided by Supra and its affiliates are competitive in nature, and neither Supra nor any of its affiliates holds a dominant position in any market.

H.I.G. Supra does not provide telecommunications services. H.I.G. Supra is affiliated with T-Netix Communications Services, Inc. and Evercom Systems, Inc. All of the services provided by T-Netix Communications Services, Inc. and Evercom Systems, Inc. are competitive in nature, and neither H.I.G. Supra nor any of its affiliates holds a dominant position in any market. The following entities directly own or control 10% or more of the equity of H.I.G. Supra: H.I.G. Supra, Inc. (76%), a Cayman Island corporation and Alexander Enterprise Holdings Corp. (19%) ("Alexander Enterprise"), a British Virgin Islands investment firm. The following entities indirectly own or control 10% or more of the equity of H.I.G. Supra: H.I.G. Capital Partners III, L.P. ("H.I.G. Capital"), a Delaware limited partnership (68%); H.I.G. Advisors III, LLC ("H.I.G. Advisors"), a Delaware limited liability company (68%);⁴ Anthony Tamer, a U.S. citizen (50%); Kactus Investment Corporation, a Cayman Islands corporation (40%); Sami Mnaymneh, a U.S. citizen (50%); Smai Mnaymneh 2002 Children's Trust, a U.S. trust (40%); Tamer Family Trust, a U.S. trust (40%); Berggruen Holdings Ltd, a British Virgin Islands company (19%); Tarragona A Trust, a British Virgin Islands trust (19%); and the Maitland Trustees Limited, a British Virgin Islands trust (19%).

FDN Supra, a Delaware limited liability company, was established as a holding company and does not provide telecommunications services. FDN Supra is wholly owned by Florida Digital Networks, Inc. d/b/a/ FDN Communications ("FDN"), a U.S. corporation and a competitive local exchange carrier in the state of Florida. FDN, through its subsidiary, Southern Digital Network, Inc. d/b/a/ FDN Communications ("SDN"), a Delaware corporation, (FDN and SDN together, "FDN Communications") provides competitive local exchange and interexchange services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee. The services provided by FDN Communications are competitive in nature and neither FDN nor SDN holds a dominant position in any market. The following entities indirectly own or control ten percent (10%) or more of the equity of FDN Supra: M/C Venture Partners V, L.P. ("MCVP V"), a U.S. limited partnership (49%); M/C VP V, LLC, a U.S. investment limited liability company (49%) as General Partner of MCVP V;⁵ Centennial Ventures VII, L.P. ("Centennial VII"), a U.S. limited partnership (12.7%); Centennial Holding VII, LLC, a U.S. investment limited liability company (12.85%) as General Partner of Centennial VII and another intervening fund;⁶ and Columbia Capital III, LLC ("CC III"), a U.S. limited liability company (12.85%).⁷

⁴ No limited partner has a 10% or greater interest in H.I.G. Capital.

⁵ The Applicants state that the limited partners of MCVP V (and affiliated funds) consist of institutional and other investors and none of the limited partners in these entities hold directly or indirectly 10% or more of the equity of FDN Supra. M/C VP V, LLC is managed and controlled by individuals, all of whom are U.S. citizens: James F. Wade, David D. Croll, and Peter H.O. Claudy, U.S. citizens (approximately 59.29%) as Managers of M/C VP V, LLC and other funds. These individuals also indirectly control other affiliated funds that hold the following interests in FDN: Media/Communications Partners III Limited Partnership (6.63%), Chestnut Venture Partners, L.P. (2.45%) and M/C/Investors LLC (0.81%) Matthew J. Rubins, a U.S. citizen, also owns an indirect (approximate 49%) as Manager of M/C VP V, LLC.

⁶ The application indicates that the limited partners of Centennial VII consist of institutional and other investors and none of the limited partners in these entities hold 10% or more of the equity of FDN Supra. No

Post consummation, H.I.G. Supra will hold 50% and FDN Supra will hold 50% of the equity of Supra. No other entity will hold a direct interest in Supra that will result in ownership or control of 10% or more of the equity of Supra.

Applicants state that the proposed transaction serves the public interest. The Applicants assert that the transaction will enable Supra to emerge from bankruptcy as a more efficient competitor offering high quality, affordable telecommunications services to U.S. consumers. The proposed transaction will place Supra in a stronger position to continue offering consumers a selection of valuable telecommunications services. The Applicants add that the proposed transaction will not adversely affect Applicants' managerial or technical qualifications, and will enhance the financial qualifications of the Applications. The proposed transaction will also benefit consumers by providing Supra with access to FDN Supra's capital and management expertise and will assure that there is no disruption of service and will be virtually transparent to existing customers of Supra.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before August 17, 2005** and **reply comments on or before August 24, 2005**.⁸ Unless otherwise notified by the Commission, Applicants are permitted to transfer the stock and related control on the 31st day after the date of this notice.⁹ Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.

entity or person holds a ten percent (10%) or greater direct or indirect equity interest in Centennial Holding VII, LLC.

⁷ The Applicants provide that no entity or person holds a ten percent (10%) or greater direct or indirect equity interest in CC III. CC III is the general partner of Columbia Capital Equity Partners III (QP), L.P., which directly owns 6.93% of the equity of FDN, and the general partner or managing member of various other funds that are the members of Columbia FDN Partners III, LLC, which directly owns 5.92% of the equity of FDN. As a result, CC III has indirect ownership of 12.85% of the equity of FDN and none of the intervening entities own or control 10% of the equity of FDN Supra under the Commission's methodology for determining indirect interest in communications companies. The three managing members of CC III are U.S. citizens.

⁸ See 47 C.F.R. § 63.03(a).

⁹ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- Paper Filers: Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, NE., Suite 110, Washington, DC 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, SW, Washington DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by WC Docket 05-207, by any of the following methods:

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, SW, Room CY-B402, Washington, DC 20554, www.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; email: tracey.wilson-parker@fcc.gov;

- (3) Denise Coca, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C260, Washington, D.C. 20554, email: denise.coca@fcc.gov;
- (4) Renee R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: renee.crittendon@fcc.gov;
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Denise Coca at (202) 418-0574.

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